

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-558-1000

RECORDATION NO. 7080-17

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08875-6739
201-563-2700

888 16TH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

JAN 25 1989 1 24 PM

INTERSTATE COMMERCE COMMISSION

January 18, 1989

No. 9-025A013

Date JAN 25 1989

Fee \$ 13.00

ICC Washington, D. C.

VIA FEDERAL EXPRESS

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Release of Lien, dated as of January 17, 1989, relating to a Conditional Sale Agreement, dated as of May 15, 1973 from National Newark & Essex Bank, not individually but solely as trustee (the "Trustee") under Milwaukee Road Trust No. 73-4 under Trust Agreement dated as of May 15, 1973, to General Motors Corporation (Electro-Motive Division) ("GM"), PACCAR, Inc. ("Paccar"), Bethlehem Steel Corporation ("Bethlehem") and Chicago, Milwaukee, St. Paul and Pacific Railroad Company ("Railroad") (the "CSA"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 26, 1973 under Recordation Number 7080, which CSA is a primary document as defined in the Commission's Rules for the Recordation of Documents.

As set forth in the enclosed Release of Lien, GM, Paccar and Bethlehem entered into an Agreement and Assignment dated as of May 15, 1973 ("Assignment") with Wells Fargo Bank, N.A., as agent and assignee ("Wells Fargo"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 20, 1973 under Recordation Number 7080-A, which Assignment is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The CSA was amended by

Ms. Noreta R. McGee
January 18, 1989
Page 2

the First Amendment to Conditional Sale Agreement dated as of February 1, 1980 among the Trustee (then known as Midlantic National Bank), Richard B. Ogilvie, Trustee of the property of the Railroad and Wells Fargo (the "CSA Amendment"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 6, 1980 under Recordation Number 7080-B, which CSA Amendment is a secondary document as defined in the Commission's Rules for the Recordation of Documents. Wells Fargo, under an Instrument of Resignation, Appointment and Acceptance dated as of May 1, 1985 (the "Resignation"), resigned as agent and assignee under the Assignment and related instruments and appointed Manufacturers Hanover Trust Company (the "Agent") as its successor, duly recorded and filed with the ICC pursuant to 49 U.S.C. §11303 on April 8, 1986 under Recordation Number 7080-C, which Resignation is a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Manufacturers Hanover Trust Company,
as Agent
50 California Street
10th Floor
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is set forth in Appendix A hereto.

Also enclosed is a check in the amount of \$13.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld, Esq., Ross & Hardies, 150 North Michigan Avenue, Chicago, IL 60601

Following is a short summary of the enclosed document and primary document and secondary documents to which it relates:

Document To Be Recorded

Release of Lien from Manufacturers Hanover
Trust Company, dated as of January 17, 1989,

Ms. Noreta R. McGee
January 18, 1989
Page 3

releasing lien on the locomotives described on Appendix A thereto.

Primary Document To Which It Relates

Conditional Sale Agreement, dated as of May 15, 1973, between National Newark & Essex Bank not individually but solely as trustee under Milwaukee Road Trust No. 73-4 under Trust Agreement dated as of May 15, 1973 and General Motors Corporation (Electro-Motive Division), PACCAR, Inc., Bethlehem Steel Corporation and Chicago, Milwaukee, St. Paul and Pacific Railroad Company, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 26, 1973 under Recordation Number 7080.

Secondary Documents To Which It Relates

Agreement and Assignment dated as of May 15, 1973 between General Motors Corporation (Electro-Motive Division), PACCAR, Inc., Bethlehem Steel Corporation, Chicago Milwaukee St. Paul and Pacific Railroad Company and Wells Fargo Bank, N.A., as agent and assignee, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 20, 1973 under Recordation Number 7080-A.

First Amendment to Conditional Sale Agreement dated as of February 1, 1980 among Midlantic National Bank, as trustee, Richard B. Ogilvie, Trustee of the property of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, and Wells Fargo Bank, N.A., recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 6, 1980 under Recordation Number 7080-B.

Instrument of Resignation Appointment & Acceptance dated as of May 1, 1985 between Wells Fargo Bank, N.A. and Manufacturers Hanover Trust Company, recorded and filed with the Interstate Commerce Commission pursuant to

Ms. Noreta R. McGee
January 18, 1989
Page 4

49 U.S.C. §11303 on April 8, 1986 under
Recordation Number 7080-C.

Very truly yours,


Susan G. Lichtenfeld

SGL/pm
enclosures

cc: Keith McCanless
Tom Craig
Alice Cooney
Robert Kleinman

SGL-12-N
LARRY/SHP

APPENDIX A

20 EMD SD-40-2 LOCOMOTIVES

Prior Road Numbers

Current Road Numbers

MILW	177	SOO	6300
MILW	178	SOO	6301
MILW	179	SOO	6302
MILW	180	SOO	6303
MILW	181	SOO	6304
MILW	21	SOO	6305
MILW	22	SOO	6306
MILW	23	SOO	6307
MILW	25	SOO	6309
MILW	26	SOO	6310
MILW	27	SOO	6311
MILW	28	SOO	6312
MILW	29	SOO	6313
MILW	30	SOO	6314
MILW	172	SOO	6345 ←
MILW	173	SOO	6346
MILW	174	SOO	6347
MILW	175	SOO	6348
MILW	171	SOO	6381
MILW	176	SOO	6382

Interstate Commerce Commission
Washington, D.C. 20423

1/26/89

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/26/89 at 1:20pm, and assigned recordation number(s). 7080-D, 16173

Sincerely yours,

Narta L. McLee
Secretary

Enclosure(s)

SGL-12-M
LARRY/SHP

7080-A
RECORDATION NO. 7080-1
FIM 1980

JAN 25 1989 - 1 24 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF LIEN

KNOW ALL MEN BY THESE PRESENTS THAT;

WHEREAS, NATIONAL NEWARK & ESSEX BANK not individually but solely as trustee (the "Trustee") under Milwaukee Road Trust No. 73-4 under Trust Agreement dated as of May 15, 1973 has heretofore executed and delivered its Conditional Sale Agreement dated as of May 15, 1973 (the "Original Agreement") to GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), a Delaware corporation ("GM"), PACCAR, INC., a Delaware corporation ("PACCAR"), BETHLEHEM STEEL CORPORATION, a Delaware corporation ("Bethlehem") and CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, a Wisconsin corporation ("Railroad"); and

WHEREAS, GM, PACCAR and Bethlehem have heretofore executed and delivered the Agreement and Assignment dated as of May 15, 1973 ("Assignment") with Wells Fargo Bank, N.A., as agent and assignee ("Wells Fargo"); and

WHEREAS, the Original Agreement was amended by the First Amendment to Conditional Sale Agreement dated as of February 1, 1980 (the "Amendment") among the Trustee (then known as Midlantic National Bank), Richard B. Ogilvie, Trustee of the Property of the Railroad and Wells Fargo (the Original Agreement, as amended by the Amendment, is hereinafter referred to as the "Conditional Sale Agreement"); and

WHEREAS, Wells Fargo, under an Instrument of Resignation, Appointment & Acceptance dated as of May 1, 1985 (the "Resignation"), resigned as agent and assignee under the Assignment and related instruments and appointed Manufacturers Hanover Trust Company (the "Agent") as its successor; and

WHEREAS, the Original Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 26, 1973, under Recordation Number 7080, the Assignment was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 20, 1973, under Recordation Number 7080-A, the Amendment was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on June 6, 1980, under Recordation Number 7080-B, and the Resignation was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 8, 1986, under Recordation Number 7080-C; and

WHEREAS, the Trustee (now known as Midlantic National Bank) has requested the Agent to release from the lien of the Conditional Sale Agreement the Locomotives which are described in Appendix A attached hereto (the "Released Locomotives") and has complied with all conditions of the Conditional Sale Agreement precedent to such release.

NOW, THEREFORE, the Agent, for and in consideration of \$10.00 and other good and valuable consideration, receipt whereof is hereby acknowledge, does hereby RELEASE and CONVEY unto the Trustee, its successors and assigns, all of the rights, title, lien, security interest or claim whatsoever which the Agent has or may have acquired under, through or by virtue of the Conditional Sale Agreement in and to the Released Locomotives.

IN WITNESS WHEREOF, the Agent has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 17th day of January, 1989.

MANUFACTURERS HANOVER TRUST COMPANY,
as Agent

By

Its


TRUST OFFICER

STATE OF CALIFORNIA
COUNTY OF - SAN FRANCISCO

)
) SS
)

On this 17th day of January, 1989, before me, the subscriber, Garrett Smith a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James Dewhirst to me personally known, who stated and acknowledged that he is the Trust Officer of Manufacturers Hanover Trust Company, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of January, 1989.



Garrett P. Smith
Notary Public

My Commission expires: _____

SGL-12-N
LARRY/SHP

APPENDIX A

20 EMD SD-40-2 LOCOMOTIVES

Prior Road Numbers

Current Road Numbers

MILW 177
MILW 178
MILW 179
MILW 180
MILW 181
MILW 21
MILW 22
MILW 23
MILW 25
MILW 26
MILW 27
MILW 28
MILW 29
MILW 30
MILW 172
MILW 173
MILW 174
MILW 175
MILW 171
MILW 176

SOO 6300
SOO 6301
SOO 6302
SOO 6303
SOO 6304
SOO 6305
SOO 6306
SOO 6307
SOO 6309
SOO 6310
SOO 6311
SOO 6312
SOO 6313
SOO 6314
SOO 6345
SOO 6346
SOO 6347
SOO 6348
SOO 6381
SOO 6382